NEW APPLICATION ORIGINAL



BEFORE THE ARIZONA-CORPORATION

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COMMISSIONERS

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JEFF HATCH-MILLER, CHAIRMAN

WILLIAM A. MUNDELL

AZ CORP COMMISSION DOCUMENT CONTROL

MARC SPITZER
5 MIKE GLEASON

KRISTIN K. MAYES

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IN THE MATTER OF THE APPLICATION OF SANTA CRUZ WATER COMPANY, LLC TO TRANSFER ITS CERTIFICATE OF

CONVENIENCE AND NECESSITY AND

9 ASSETS TO GLOBAL WATER - SANTA CRUZ

WATER COMPANY

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IN THE MATTER OF THE APPLICATION OF PALO VERDE UTILITIES COMPANY, LLC TO

12 TRANSFER ITS CERTIFICATE OF

CONVENIENCE AND NECESSITY AND

13 ASSETS TO GLOBAL WATER – PALO VERDE UTILITIES COMPANY

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-SW-20445A-06-0155

W-20446A-06-0155

SW-03575A-06-0155 W-03576A-06-0155

APPLICATION

I. <u>INTRODUCTION.</u>

Santa Cruz Water Company, LLC ("Santa Cruz") and Palo Verde Utilities Company, LLC ("Palo Verde")(collectively, "Current Global Subsidiaries") request that the Commission transfer their Certificates of Convenience and Necessity ("CC&Ns") to Global Water – Santa Cruz Water Company ("Global Santa Cruz") and Global Water – Palo Verde Utilities Company ("Global Palo Verde")(collectively, "New Global Subsidiaries"), respectively. The Current Global Subsidiaries also request that the Commission approve the transfer of their assets to the New Global Subsidiaries.

The transfer will serve two purposes. First, the Commission has expressed a preference that utilities under its jurisdiction be formed as corporations rather than as limited liability companies ("LLCs"). The New Global Subsidiaries are corporations, while the Current Global Subsidiaries are LLCs. Second, the names of the New Global Subsidiaries include the phrase "Global Water". This indicates their affiliation with their ultimate parent, Global Water

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Resources, LLC ("Global"). This will reduce customer confusion. The "Global Water" brand will be used in advertisements to promote water conservation and reuse in the service areas of the Current Global Subsidiaries. Global has already provided copies of these advertisements to the Commissioners and Staff.

II. THE CURRENT GLOBAL SUBSIDIARIES.

The Current Global Subsidiaries hold CC&Ns from the Commission. The Commission originally granted CC&Ns to the predecessors of the Current Global Subsidiaries in Decision No. 61943 (Sept. 17, 1999). The CC&Ns were originally granted to corporations. The prior owners of the Current Global Subsidiaries transferred operations to LLCs in 2001. The Commission retroactively transferred the CC&Ns to the Current Global Subsidiaries in Decision No. 66394 (October 6, 2003). That decision also extended the CC&Ns to additional territory in Pinal County.

In early 2004, Global obtained ownership of the Current Global Subsidiaries from the prior owners. The Commission approved further extensions of the CC&Ns of the Current Global Subsidiaries in Decision Nos. 67240 (Sept. 23, 2004), 67830 (May 5, 2005) and 68448 (February 2, 2006). The Commission later modified the bond provisions of Decision No. 67830 in Decision No. 68186 (September 30, 2005). (Decisions No. 61943, 66394, 67240, 67830, 68186 and 68448 will be called the "CC&N Orders").

The Current Global Subsidiaries have additional applications pending to extend their CC&Ns in the following dockets:

SW-03575A-05-0470 and W-03576A-05-0470 (order preliminary issued)

- 1) SW-03575A-05-0926 and W-03576A-05-0926
- If the Commission issues final orders concerning these pending applications prior to ruling on this Application, no change in the pending applications is needed. If the Commission rules on this

Application before it issues final orders concerning these pending applications, the applicants in

25 those cases should be changed to the New Global Subsidiaries.

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Global has several other subsidiaries that are not affected by this Application. These other subsidiaries are already corporations, so there is no need to transfer their CC&Ns. The other Global subsidiaries are:

1	<u>Name</u>	State of Incorporation	Comment
5	Cave Creek Water Co.	Arizona	CC&N holder
5	Pacer Equities, Inc.	Arizona	Affiliate of Cave Creek
7	Hassayampa Utility Company, Inc.	Arizona	CC&N Application Pending ¹
3	Global Water Resources, Inc.	Delaware	Direct parent of corporate operating subsidiaries

Global's intent is that any new subsidiaries that will apply for CC&Ns will be formed as corporations.

THE NEW GLOBAL SUBSIDIARIES. III.

The New Global Subsidiaries are corporations, in accordance with the Commission's preference that regulated utilities be corporations. The Articles of Incorporation of Global Santa Cruz are attached as Exhibit A. A Certificate of Good Standing for Global Santa Cruz is attached as Exhibit B. The Articles of Incorporation of Global Palo Verde are attached as Exhibit C. A Certificate of Good Standing for Global Palo Verde is attached as Exhibit D.

The New Global Subsidiaries are 100% owned by Global Water Resources, Inc., which also owns 100% of the Current Global Subsidiaries. In turn, Global Water Resources, Inc. is 100% owned by Global.

Other than being corporations, little will change as a result of the proposed transfers. The officers and directors of the New Global Subsidiaries will be the same as the Current Global Subsidiaries. The certified operators will be the same. There will be no change in the existing or planned facilities due to the proposed transfer. For this reason, updated estimates of revenues, expenses, customers, and starting and completion dates for construction are not relevant and are

Docket No. SW-20422A-05-0659.

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not being provided. The New Global Subsidiaries propose to charge the same rates as the Current Global Subsidiaries. There will be no change in capitalization or financing as a result of the proposed transfers. The financial condition of the New Global Subsidiaries will be the same as the Current Global Subsidiaries.

The New Global Subsidiaries will assume all compliance obligations under the CC&N This includes the obligation to obtain all required Arizona Department of Water Resources and Arizona Department of Environmental Quality approvals by the dates specified in the CC&N Orders. Likewise, the New Global Subsidiaries will also obtain all franchises by the dates required in the CC&N Orders. Similarly, the New Global Subsidiaries will also obtain all main extension agreements by the dates required in the CC&N Orders. The only change in tariffs will be that the names of the New Global Subsidiaries will replace the names of the Current Global Subsidiaries. The New Global Subsidiaries will maintain the bonds required by the CC&N Orders.

Global will publish notice of this Application in the form that will be specified by the Hearing Division. Global will also mail notice to the customers of the Current Global Subsidiaries in the form that will be specified by the Hearing Division. Global is current in all property taxes.

IV. PUBLIC INTEREST ANALYSIS.

The Commission has expressed concern about regulated utilities being formed as LLCs. The Commission issued a Notice of Inquiry on this topic. See Notice of Inquiry regarding the Form of Organization of Public Service Corporations dated December 3, 2004. Because the Commission prefers regulated utilities to be corporations, the proposed transfers are in the public interest, as they will result in the CC&Ns being held by corporations.

Global is preparing an advertising campaign to raise awareness of the importance of water conservation, and Global's efforts in that field. These advertisements will use the brand "Global Water". The brand "Global Water" is part of the names of the New Global Subsidiaries. This will reduce customer confusion. Further, by using the words "Global Water" as part of the names of

the New Global Subsidiaries, the pubic and regulators will be able to clearly link the New Global Subsidiaries to Global. This is more convenient, and increases accountability.

V. CONCLUSION.

The proposed transfers will have no effect on customers, except that they will see a new name on their bills. The proposed transfers will allow the CC&Ns to be held by a type of entity that the Commission prefers. Global requests that the Commission approve the proposed transfers.

WHEREFORE, the Current Global Subsidiaries request that the Commission enter an order:

- 1) Approving this Application;
- 2) Transferring Santa Cruz's CC&N to Global Santa Cruz;
- 3) Transferring Palo Verde's CC&N to Global Palo Verde;
- 4) Authorizing under A.R.S. § 40-285, the transfer of the assets of Santa Cruz to Global Santa Cruz; and
- 5) Authorizing under A.R.S. § 40-285 the transfer of the assets of Palo Verde to Global Palo Verde; and
- Granting any other approvals required to effectuate the transfers described herein. RESPECTFULLY submitted this $\frac{g^{n}}{2}$ day of March 2006.

ROSHKA DEWULF & PATTEN, PLC

Bv

Michael W. Patten

One Arizona Center

400 East Van Buren Street, Suite 800

Phoenix, Arizona 85004

(602) 256-6100

1 2	Original + 20 copies of the foregoing filed this $\frac{94}{}$ day of March 2006, with:
3	Docket Control
4	ARIZONA CORPORATION COMMISSION 1200 West Washington
5	Phoenix, Arizona 85007
6	Copies of the foregoing hand-delivered/mailed
7	this <u>94</u> day of March 2006, to:
8	Lyn A. Farmer, Esq. Chief Administrative Law Judge
9	Hearing Division Arizona Corporation Commission
10	1200 West Washington Phoenix, Arizona 85007
11	Christopher C. Kempley, Esq.
12	Chief Legal Counsel, Legal Division Arizona Corporation Commission
13	1200 West Washington Phoenix, Arizona 85007
14	Ernest G. Johnson, Esq.
15	Director, Utilities Division Arizona Corporation Commission
16	1200 West Washington Phoenix, Arizona 85007
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18	By Man Sperato
19	N:\Cases\Global Water Resources\Reorganization Plan (06-0103)\pleadings\CC&N Transfer Application FINAL.doc
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AZ CORPORATION COMMISSION

49022348341

PLE NO. -12467404



ARTICLES OF INCORPORATION OF

GLOBAL WATER - SANTA CRUZ WATER COMPANY

- NAME. The name of the Corporation is GLOBAL WATER SANTA CRUZ WATER COMPANY.
- INITIAL BUSINESS. The purpose for which this Corporation is organized is for the purposes of operating a water utility company.
- AUTHORIZED CAPITAL. The corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock. The sole shareholder of the Corporation shall be Global Water Inc., a Delaware Corporation.
- KNOWN PLACE OF BUSINESS. The street address of the known place of business of the Corporation is:

22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037

 STATUTORY AGENT. The name and address of the Statutory Agent of the Corporation is:

> Andrew Abraham, Esq. 702 E. Osborn Rd., Suite 200 Phoenix, Arizona 85014

6. BOARD OF DIRECTORS. The initial board of directors shall consist of the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until his/her successor is elected and qualifies is (are):

Trevor Hill 22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037

Cindy Liles 22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037



DEC-11-05 DE: ESPM FROM-BURCH & CRACCHIOLD

+6022340341

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-וא שיועטו

OFFICERS. The initial officer(s) of the Corporation who shall serve at the pleasure of the board of director(s) is (are):

Trevor Hill

Cludy Liles 22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037

22601 N. 19" Ave., Suite 210 Phoenix, Arizona 85037

INCORPORATOR. The name and address of the incorporator is:

Andrew Abraham, Esq. 702 E. Osbota Rd., Suite 200 Phoenix, Arizona 85014

All powers, duries, and responsibilities of the incorporator(s) shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation commission.

- INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS. The Corporation shall indemnify soy person who in good faith incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation, the partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all. chromotences in which indomnification is permitted by law.
- 10. LIMITATION OF LIABILITY. To the fullest extent permitted by the Arizona Revised Scatness as the same exists or may hereafter by amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action in good faith as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall sliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment, or modification.

EXECUTED this 3 day of December, 2005 by the Incorporator.

Andrew Abraham, Esq.

Phone: (602) 234-9917 Fax: (602) 234-0341

DEC-15-DS SA: 23PM FROM-BURCH & CRACCH IOLD

+1022342341

T-241 P. COS./OSB F-254

-12467464

COMPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as stanitory agent of the above named corporations effective this ______ day of December, 2005.

Signed:\\\

Andrew Abraham, Esq. Phone: (602) 234-9917 Fax: (602) 234-0341

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STATE OF ARIZONA



Office of the

CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

GLOBAL WATER - SANTA CRUZ WATER COMPANY

a domestic corporation organized under the laws of the State of Arizona, did incorporate on December 7, 2005.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 9th Day of March, 2006, A. D.

Executive Director

Order Number: 53374





"C"

DEC-15-05 D4:14PV FROM-BURCH & CRACCE/DED

+#022341341



AZ CORPORATION COMMISSION

PLED DEC 07 2005 PLE NO. -12467379

ARTICLES OF INCORPORATION

OF

GLOBAL WATER - PALO VERDE UTILITIES COMPANY

- NAME. The name of the Corporation is GLOBAL WATER PALO VERDE UTILITIES COMPANY.
- INITIAL BUSINESS. The purpose for which this Corporation is organized is for the purposes of operating a waste water facility/utility company.
- ACTHORIZED CAPITAL. The corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock. The sole shareholder of the Corporation shall be Global Water Inc., a Delaware Corporation.
- KNOWN PLACE OF BUSINESS. The street address of the known place of business of the Corporation is:

22601 N. 19th Ave., Suite 210 Phoenix, Azizona 85037

 STATUTORY AGENT. The name and address of the Statutory Agent of the Corporation is:

> Andrew Abraham, Esq. 702 E. Osborn Rd., Suite 200 Phoenix, Arizona 85014

6. BOARD OF DIRECTORS. The initial board of directors shall consist of the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until his/her successor is elected and qualifies is (are):

Trevor Hill 22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037 Cindy Liles 22601 N. 19th Ave., Suite 210 Phoenix, Arizona 85037



FROM-BURCH & CRACCHIOLD

*6022340341

T-290 P.009/018 P-252

OFFICERS. The initial officer(s) of the Corporation who shall serve at the -7 pleasure of the board of director(s) is (are):

Trover Hill

Cindy Liles

22601 N. 19* Ave., Suite 210

22601 N. 19* Ave., Suite 210

Phoenix, Arizona 85037

Phoenix, Arizona 85037

INCORPORATOR. The name and address of the incorporator is:

Andrew Abraham, Esq. 702 B. Osborn Rd., Soite 200 Phoenix, Arizona 85014

All powers, duties, and responsibilities of the incorporator(s) shall cease at the time of delivery of these Arricles of Incorporation to the Arizona Corporation commission.

- 9. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYERS, AND AGENTS. The Corporation shall indemnify any person who in good faith incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation, the partnership, joint venture, trust or other emergrise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law,
- 10. LIMITATION OF LIABILITY. To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may bereafter by amended, a director of the Corporation shall not be liable to the Corporation or its mockhelders for monetary damages for any action taken or any failure to take any oction in good faith as a director. No repeal, amendment or modification of this stricts, whether direct or indirect, shall climinate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment, or modification.

EXECUTED this 1th day of December, 2005 by the Incorporator.

Signed:

Andrew Abraham, Esq. Phone: (602) 234-9917

Fax: (602) 234-0341

FROM-BUSCH & CRACCHIOLO

+5022340341

T-210 P 105/108 F-252

Signed:

Andrew Abraham, Esq. Phone: (602) 234-9917 Fac (602) 234-0341

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We are returning the enclosed document regarding the above-referenced Corporation/Multod Linkility Company for the following reasons: Note: Domestic Limited Linkility Companies must return the corrected document within twenty (20) days of the rejection date to retain the orginal file date.

The filing fee has been deposited.

Indicate a brief statement of the character of business that the company initially intends to conduct in the state of Arizona.

If you have any questions, please feel from to give us a call at (602) 542-3135, or Arizona residents (only) may use the toll free pusher (800) 345-5619. You may also contact our fucson location at (520) 626-6560. *****

****** IMPORTANT To successfully process your document, it is imperative you return:

1) A copy of this letter,

2) Any changes which accompanied this latter (corrections made),

3) Any filings fees.

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STATE OF ARIZONA



Office of the

CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

GLOBAL WATER - PALO VERDE UTILITIES COMPANY

a domestic corporation organized under the laws of the State of Arizona, did incorporate on December 7, 2005.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 9th Day of March, 2006, A. D.

Executive Director

Order Number:

53376



